

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
—
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

April 12, 1995

RECORDATION NO. 12867-N
FILED 1495

APR 12 1995 -11 25 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) executed copies of Amendment No. 14 to Indenture of Trust, Security Agreement and Chattel Mortgage, dated as of January 31, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Indenture of Trust, Security Agreement and Chattel Mortgage, dated as of February 2, 1981, which was filed with the Commission under Recordation Number 12867.

The names and addresses of the parties to the enclosed document are:

Loan Trustee: Bankers Trust Company
4 Albany Street
New York, New York 10006

Owner Trustee: United States Trust Company of New York
114 West 47th
New York, New York 10036

A description of the railroad equipment covered by the enclosed document is attached to Amendment No. 14 as Exhibit I.

Mr. Sidney L. Strickland, Jr.
April 12, 1995
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

This AMENDMENT NO. 14 TO INDENTURE OF TRUST, SECURITY AGREEMENT AND CHATTEL MORTGAGE, dated as of January 31, 1995, amending the Indenture of Trust, Security Agreement and Chattel Mortgage, dated as of February 2, 1981 (the "Original Indenture"), as previously amended by Amendment No. 1 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of March 2, 1981, by Amendment No. 2 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of December 1, 1982, by Amendment No. 3 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of January 2, 1984, by Amendment No. 4 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of January 14, 1985, by Amendment No. 5 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of January 15, 1986, by Amendment No. 6 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of January 12, 1987, by Amendment No. 7 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of January 25, 1988, by Amendment No. 8 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of March 1, 1989, by Amendment No. 9 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of January 15, 1990, by Amendment No. 10 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of January 16, 1991, by Amendment No. 11 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of January 23, 1992, by Amendment No. 12 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of February 4, 1993, and by Amendment No. 13 to Indenture of Trust, Security Agreement and Chattel Mortgage dated as of May 1, 1994 (the Original Indenture as so amended being sometimes hereinafter referred to as the "Indenture") between Bankers Trust Company, a New York banking corporation, as Loan Trustee (the "Loan Trustee"), and United States Trust Company of New York, a New York corporation, as Trustee (the "Owner Trustee") under an Amended Trust Agreement, dated as of June 15, 1980 as amended and restated by the Amended and Restated Trust Agreement, dated as of February 2, 1981, between General Electric Capital Corporation and said Owner Trustee.

W I T N E S S E T H

WHEREAS, in conformity with the provisions of paragraph (b) of Section 8 of the Equipment Lease Agreement, dated as of July 1, 1980 (the "Original Lease"), as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of July 1, 1980, by Amendment No. 2 to Equipment Lease Agreement, dated July 1, 1980, as further amended and restated by the Amendment to and Restatement of Equipment Lease Agreement, dated as of February 2, 1981, and as further amended by Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981, by Amendment No. 5 to Equipment Lease Agreement, dated as of December 1, 1982, by Amendment No. 6 to Equipment Lease Agreement, dated as of January 2, 1984, by Amendment No. 7 to Equipment Lease Agreement, dated as of January 14, 1985, by Amendment No. 8 to Equipment Lease Agreement, dated as of January 15, 1986, by Amendment No. 9 to Equipment Lease Agreement, dated as of January 12, 1987, by Amendment No. 10 to Equipment Lease Agreement, dated as of January 25, 1988, by Amendment No. 11 to Equipment Lease Agreement, dated as of March 1, 1989, by Amendment No. 12 to Equipment Lease Agreement, dated as of January 15, 1990 by Amendment No. 13 to Equipment Lease Agreement, dated as of January 16, 1991, by Amendment No. 14 to Equipment Lease Agreement, dated as of January 23, 1992, by Amendment No. 15 to Equipment Lease Agreement, dated as of February 4, 1993 and by Amendment No. 16 to Equipment Lease Agreement, dated as of May 1, 1994 (the Original Lease as so amended and restated being sometimes hereinafter referred to as the "Lease"), between XTRA

Leasing, Inc., as Lessee (the "Lessee"), and the Owner Trustee, as lessor, it is necessary that the Lessee change the identifying marks on various of the Units (as defined in the Indenture);

WHEREAS, also in conformity with the provisions of said paragraph (b) of Section 8 of the Lease, the Owner Trustee and the Lessee shall, concurrently herewith, enter into Amendment No. 17 to Equipment Lease Agreement, dated as of January 31, 1995, which amendment amends Schedule A of the Lease so as to reflect accurately the change in identification marks on the Units; and

WHEREAS, it is desirable that the Indenture also be amended so as to describe accurately the Trust Indenture Estate (as defined in the Indenture) so as to preserve fully the lien of the Indenture;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Loan Trustee and the Owner Trustee hereby agree that Annex A to the Indenture is amended to read in its entirety as set forth in Exhibit I hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 14 to Indenture of Trust, Security Agreement and Chattel Mortgage to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

UNITED STATES TRUST COMPANY
OF NEW YORK, as Owner Trustee

By: Christine Collier
Title: ASSISTANT VICE PRESIDENT

(Seal)

Attest: S. J. [Signature]
Title: ASSISTANT VICE PRESIDENT

BANKERS TRUST COMPANY,
as Loan Trustee

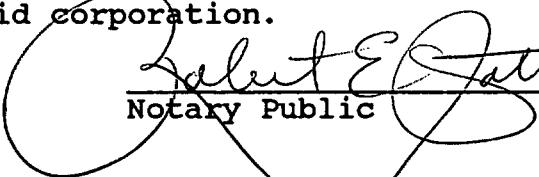
By: M. L. [Signature]
Title: ASSISTANT VICE PRESIDENT

(Seal)

Attest: Jeanne Lauthier
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 13th day of February, 1995, before me personally appeared Christine C. Collins to me personally known, who, being by me duly sworn, says that she is the ASSISTANT VICE PRESIDENT of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Robert E. Patterson
Notary Public

[Notarial Seal]

ROBERT E. PATTERSON III
Notary Public, State of New York
No. 4784543
Qualified in New York County
Commission Expires October 31, 1995

ROBERT E. PATTERSON III
Notary Public, State of New York
No. 4784543
Qualified in New York County
Commission Expires October 31, 1995

My commission expires: _____

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 7th day of MARCH, 1995, before me personally appeared MARK A. Woodward to me personally known, who, being by me duly sworn, says that he is the Ass. Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Margaret Bereza
Notary Public

[Notarial Seal]

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 2/27/96

My commission expires: _____

DESCRIPTION OF UNITS

100 TON 4,750 and 4,700 CUBIC FOOT CAPACITY COVERED HOPPERS:

MANUFACTURER: RICHMOND TANK CAR COMPANY
 QUANTITY: 487

MARK	UNIT	MARK	UNIT	MARK	UNIT
CFWR	047004	CFWR	047097	CFWR	047270
CFWR	047005	CFWR	047098	CFWR	047275
CFWR	047006	CFWR	047099	CFWR	047276
CFWR	047007	CFWR	047100	CFWR	047283
CFWR	047008	CFWR	047101	CFWR	047303
CFWR	047009	CFWR	047102	CFWR	047304
CFWR	047010	CFWR	047103	CFWR	047305
CFWR	047013	CFWR	047104	CFWR	047306
CFWR	047016	CFWR	047110	CFWR	047309
CFWR	047017	CFWR	047115	CFWR	047311
CFWR	047019	CFWR	047116	CFWR	047315
CFWR	047021	CFWR	047120	STGX	047316
CFWR	047022	MPA	047122	CFWR	047320
MPA	047023	CFWR	047125	CFWR	047321
CFWR	047025	CFWR	047126	CFWR	047322
CFWR	047026	CFWR	047127	CFWR	047324
CFWR	047028	CFWR	047128	CFWR	047326
CFWR	047032	CFWR	047129	CFWR	047327
CFWR	047036	CFWR	047133	CFWR	047329
CFWR	047037	MPA	047134	MPA	047330
CFWR	047039	CFWR	047135	CFWR	047334
CFWR	047040	CFWR	047144	CFWR	075958
CFWR	047041	CFWR	047145	MPA	075959
CFWR	047043	CFWR	047148	CFWR	075960
CFWR	047044	CFWR	047151	MPA	075961
MPA	047045	CFWR	047155	CFWR	075965
MPA	047046	CFWR	047157	CFWR	075966
XTRX	047047	CFWR	047158	CFWR	075967
CFWR	047049	CFWR	047162	XTRX	075968
CFWR	047053	CFWR	047164	CFWR	075969
CFWR	047054	CFWR	047165	CFWR	075970
MPA	047057	CFWR	047167	CFWR	075972
MPA	047058	CFWR	047168	CFWR	075973
CFWR	047059	XTRX	047173	CFWR	075976
TCAX	047060	CFWR	047174	CFWR	075978
CFWR	047061	CFWR	047175	CFWR	075979
CFWR	047065	CFWR	047176	CFWR	075980
CFWR	047066	CFWR	047180	CFWR	075981
CFWR	047070	CFWR	047182	CFWR	075982
CFWR	047074	CFWR	047184	CFWR	075983
CFWR	047075	CFWR	047185	TCAX	075984
CFWR	047077	CFWR	047188	CFWR	075985
CFWR	047080	CFWR	047189	MPA	075986
CFWR	047084	CFWR	047190	CFWR	075987
CFWR	047088	CFWR	047192	CFWR	075988
CFWR	047089	CFWR	047194	CFWR	075989
CFWR	047090	CFWR	047197	XTRX	075990
CFWR	047091	CFWR	047199	TCAX	075991
CFWR	047094	CFWR	047251	CFWR	075992
TCAX	047096	CFWR	047269	CFWR	075993

MARK	UNIT	MARK	UNIT	MARK	UNIT
CFWR	075994	CFWR	076056	CFWR	076155
CFWR	075995	CFWR	076057	TCAX	076156
CFWR	075996	CFWR	076058	TCAX	076157
CFWR	075997	CFWR	076059	CFWR	076159
MPA	076000	CFWR	076060	CFWR	076164
CFWR	076001	CFWR	076061	CFWR	076166
CFWR	076002	CFWR	076062	CFWR	076167
CFWR	076003	CFWR	076063	CFWR	076170
CFWR	076004	CFWR	076064	CFWR	076171
CFWR	076005	CFWR	076065	CFWR	076173
CFWR	076006	CFWR	076066	TCAX	076174
CFWR	076007	CFWR	076067	TCAX	076175
CFWR	076008	CFWR	076068	CFWR	076180
CFWR	076010	CFWR	076069	TCAX	076181
CFWR	076011	CFWR	076070	MPA	076183
CFWR	076013	CFWR	076072	CFWR	076190
MPA	076014	CFWR	076073	MPA	076191
CFWR	076015	CFWR	076074	CFWR	076192
CFWR	076017	CFWR	076075	MPA	076195
CFWR	076018	CFWR	076077	CFWR	076196
CFWR	076020	CFWR	076078	CFWR	076197
TCAX	076021	CFWR	076079	CFWR	076200
CFWR	076022	CFWR	076080	CFWR	076201
CFWR	076023	CFWR	076081	CFWR	076202
CFWR	076024	CFWR	076082	CFWR	076203
CFWR	076026	CFWR	076088	CFWR	076204
CFWR	076027	CFWR	076089	CFWR	076206
CFWR	076029	CFWR	076090	CFWR	076208
MPA	076031	CFWR	076091	CFWR	076209
CFWR	076032	CFWR	076099	CFWR	076210
CFWR	076033	TCAX	076100	CFWR	076213
CFWR	076034	CFWR	076102	CFWR	076215
CFWR	076036	TCAX	076103	CFWR	076216
CFWR	076037	TCAX	076106	CFWR	076217
CFWR	076038	CFWR	076112	MPA	076218
CFWR	076040	TCAX	076115	CFWR	076220
CFWR	076041	TCAX	076117	CFWR	076221
CFWR	076042	CFWR	076118	CFWR	076223
CFWR	076043	CFWR	076119	CFWR	076225
TCAX	076044	CFWR	076121	CFWR	076226
CFWR	076045	TCAX	076122	CFWR	076229
CFWR	076046	CFWR	076123	MPA	076230
CFWR	076047	TCAX	076130	MPA	076231
CFWR	076048	CFWR	076136	CFWR	076233
CFWR	076049	TCAX	076138	TCAX	076236
CFWR	076050	CFWR	076139	CFWR	076238
CFWR	076051	CFWR	076140	CFWR	076239
CFWR	076052	CFWR	076143	TCAX	076240
CFWR	076053	CFWR	076150	CFWR	076242
CFWR	076054	TCAX	076151	TCAX	076245
CFWR	076055	CFWR	076152	CFWR	076246

MARK	UNIT	MARK	UNIT	MARK	UNIT
TCAX	076247	CFWR	076315	TCAX	076389
TCAX	076249	CFWR	076316	TCAX	076390
CFWR	076250	CFWR	076317	TCAX	076391
MPA	076251	CFWR	076322	XTRX	076393
CFWR	076254	CFWR	076324	MPA	076394
CFWR	076255	CFWR	076325	MPA	076395
CFWR	076256	CFWR	076327	MPA	076397
CFWR	076257	MPA	076328	MPA	076398
CFWR	076258	CFWR	076329	TCAX	076399
CFWR	076259	CFWR	076330	TCAX	076400
MPA	076260	MPA	076331	TCAX	076403
CFWR	076261	MPA	076332	MPA	076406
MPA	076262	TCAX	076334	TCAX	076407
MPA	076264	CFWR	076336	CFWR	076408
TCAX	076265	CFWR	076338	MPA	076409
MPA	076266	CFWR	076339	CFWR	076410
CFWR	076267	MPA	076340	CFWR	076411
TCAX	076268	XTRX	076341	XTRX	076412
CFWR	076269	CFWR	076342	TCAX	076413
MPA	076270	CFWR	076343	MPA	076414
TCAX	076271	MPA	076346	CFWR	076415
CFWR	076274	CFWR	076347	CFWR	076416
CFWR	076276	CFWR	076348	CFWR	076417
MPA	076279	CFWR	076350	CFWR	076418
CFWR	076280	CFWR	076352	TCAX	076420
CFWR	076281	TCAX	076353	CFWR	076422
CFWR	076282	MPA	076356	MPA	076424
CFWR	076283	CFWR	076357	CFWR	076425
CFWR	076287	CFWR	076358	MPA	076426
CFWR	076288	MPA	076359	XTRX	076427
CFWR	076289	TCAX	076360	TCAX	076429
CFWR	076290	CFWR	076361	TCAX	076430
CFWR	076291	TCAX	076362	TCAX	076433
CFWR	076292	CFWR	076364	TCAX	076434
CFWR	076293	MPA	076365	MPA	076436
CFWR	076294	CFWR	076366	TCAX	076437
CFWR	076295	CFWR	076368	MPA	076438
MPA	076297	CFWR	076369	MPA	076439
CFWR	076299	CFWR	076370	TCAX	076440
CFWR	076300	CFWR	076372	MPA	076441
CFWR	076302	CFWR	076374	TCAX	076443
CFWR	076303	CFWR	076375	TCAX	076444
MPA	076304	CFWR	076376	MPA	076445
MPA	076305	TCAX	076377	MPA	076446
CFWR	076306	MPA	076379	MPA	076448
CFWR	076308	TCAX	076380	MPA	076451
TCAX	076309	TCAX	076382	MPA	076453
CFWR	076310	TCAX	076383	CFWR	076455
CFWR	076311	TCAX	076384	MPA	076456
CFWR	076312	TCAX	076386	MPA	076459
CFWR	076313	TCAX	076387	XTRX	076460
CFWR	076314	CFWR	076388	MPA	076461

MARK	UNIT	MARK	UNIT	MARK	UNIT
CFWR	076462				
CFWR	076463				
MPA	076464				
MPA	076465				
MPA	076467				
MPA	076468				
CFWR	076469				
MPA	076470				
MPA	076471				
MPA	076472				
TCAX	076473				
MPA	076474				
TCAX	076476				
CFWR	076477				
MPA	076478				
TCAX	076480				
MPA	076482				
IC	768863				
IC	768874				
IC	768875				
IC	768934				
IC	768935				
IC	769054				
IC	769055				
IC	769056				
IC	769072				
IC	769129				
IC	769154				

PURCHASE AGREEMENT: LETTER ORDER OF ITEL CORPORATION,
 DATED NOVEMBER 30, 1978; ACCEPTED DECEMBER 11, 1978, BY
 RICHMOND TANK CAR COMPANY, AS AMENDED, AND AS ASSIGNED
 TO XTRA, INC. PURSUANT TO AN ASSIGNMENT, ASSUMPTION OF
 LIABILITIES AND RELEASE AGREEMENT, DATED AS OF
 OCTOBER 25, 1979, AMONG ITEL CORPORATION, XTRA, INC.
 AND RICHMOND TANK CAR COMPANY.

MANUFACTURER: PORTEC
QUANTITY: 390

MARK	UNIT	MARK	UNIT	MARK	UNIT
MPA	047200	TCAX	047339	CFWR	076624
CFWR	047202	CFWR	047341	TCAX	076625
CFWR	047204	CFWR	047343	TCAX	076630
CFWR	047205	CFWR	047344	TCAX	076632
CFWR	047206	CFWR	047345	CFWR	076634
CFWR	047213	CFWR	047346	TCAX	076637
CFWR	047215	CFWR	047347	CFWR	076638
CFWR	047216	CFWR	047348	TCAX	076641
CFWR	047217	CFWR	047349	TCAX	076643
CFWR	047218	CFWR	047351	TCAX	076646
CFWR	047219	CFWR	047352	TCAX	076647
CFWR	047220	TCAX	047353	TCAX	076648
CFWR	047223	CFWR	047355	TCAX	076649
CFWR	047224	CFWR	047357	CFWR	076650
CFWR	047226	CFWR	047359	CFWR	076652
CFWR	047227	CFWR	047360	TCAX	076654
CFWR	047229	XTRX	047361	CFWR	076655
CFWR	047230	CFWR	047363	TCAX	076656
TCAX	047235	CFWR	047371	TCAX	076658
CFWR	047236	CFWR	047383	XTRX	076659
TCAX	047239	CFWR	047384	CFWR	076662
CFWR	047240	CFWR	047387	TCAX	076663
CFWR	047241	CFWR	047388	CFWR	076666
MPA	047242	MPA	047390	CFWR	076667
CFWR	047243	CFWR	047391	CFWR	076669
MPA	047245	CFWR	047392	TCAX	076671
CFWR	047248	MPA	047394	CFWR	076680
CFWR	047253	CFWR	047398	CFWR	076681
CFWR	047254	CFWR	047399	TCAX	076683
CFWR	047255	CFWR	076578	CFWR	076685
CFWR	047265	CFWR	076579	CFWR	076686
MPA	047267	TCAX	076580	CFWR	076687
CFWR	047268	CFWR	076582	TCAX	076688
MPA	047279	MPA	076583	TCAX	076692
CFWR	047285	MPA	076584	MPA	076693
CFWR	047286	MPA	076585	MPA	076694
CFWR	047287	CFWR	076586	MPA	076695
CFWR	047289	MPA	076587	MPA	076696
CFWR	047290	CFWR	076589	MPA	076697
CFWR	047292	CFWR	076590	TCAX	076698
CFWR	047294	CFWR	076591	MPA	076699
CFWR	047297	MPA	076592	MPA	076700
CFWR	047300	TCAX	076594	TCAX	076701
CFWR	047301	TCAX	076606	TCAX	076702
CFWR	047302	CFWR	076607	TCAX	076703
CFWR	047307	CFWR	076609	MPA	076704
CFWR	047308	TCAX	076616	MPA	076705
CFWR	047335	CFWR	076618	MPA	076706
CFWR	047336	TCAX	076620	MPA	076707
CFWR	047337	CFWR	076621	MPA	076708
CFWR	047338	TCAX	076622	TCAX	076709

MARK	UNIT	MARK	UNIT	MARK	UNIT
TCAX	076710	MPA	076775	CFWR	076831
TCAX	076711	MPA	076776	CFWR	076832
MPA	076712	MPA	076777	CFWR	076833
MPA	076713	MPA	076778	CFWR	076834
MPA	076714	CFWR	076779	CFWR	076835
MPA	076715	CFWR	076780	CFWR	076836
XTRX	076716	MPA	076781	CFWR	076837
MPA	076717	MPA	076782	CFWR	076838
TCAX	076718	CFWR	076783	CFWR	076839
MPA	076719	CFWR	076784	CFWR	076844
MPA	076720	CFWR	076785	TCAX	076847
TCAX	076721	CFWR	076786	CFWR	076849
MPA	076722	CFWR	076787	TCAX	076851
TCAX	076723	CFWR	076788	CFWR	076854
MPA	076724	CFWR	076789	TCAX	076855
TCAX	076725	CFWR	076790	CFWR	076858
TCAX	076726	CFWR	076792	TCAX	076859
MPA	076727	CFWR	076793	TCAX	076860
TCAX	076728	CFWR	076794	TCAX	076861
MPA	076729	CFWR	076795	TCAX	076862
MPA	076730	CFWR	076796	CFWR	076863
MPA	076731	CFWR	076797	CFWR	076864
TCAX	076732	MPA	076798	TCAX	076865
TCAX	076733	CFWR	076799	TCAX	076866
TCAX	076734	MPA	076800	CFWR	076867
TCAX	076735	CFWR	076801	TCAX	076868
MPA	076736	CFWR	076803	TCAX	076869
CFWR	076738	CFWR	076804	CFWR	076870
MPA	076742	CFWR	076805	CFWR	076871
MPA	076743	XTRX	076806	TCAX	076872
CFWR	076745	CFWR	076807	TCAX	076873
MPA	076746	TCAX	076808	TCAX	076874
XTRX	076747	CFWR	076809	CFWR	076875
CFWR	076748	CFWR	076810	TCAX	076876
TCAX	076750	XTRX	076811	TCAX	076877
TCAX	076752	CFWR	076812	TCAX	076878
CFWR	076754	CFWR	076814	CFWR	076879
XTRX	076755	CFWR	076815	CFWR	076880
CFWR	076756	CFWR	076817	CFWR	076881
MPA	076758	CFWR	076818	CFWR	076882
CFWR	076759	CFWR	076819	CFWR	076883
CFWR	076760	CFWR	076820	CFWR	076884
CFWR	076761	CFWR	076821	CFWR	076885
TCAX	076763	CFWR	076822	TCAX	076886
CFWR	076766	CFWR	076823	TCAX	076887
MPA	076767	CFWR	076824	MPA	076888
MPA	076768	CFWR	076826	CFWR	076889
MPA	076769	CFWR	076827	TCAX	076890
MPA	076770	MPA	076829	CFWR	076891
CFWR	076772	CFWR	076830	MPA	076892

MARK	UNIT	MARK	UNIT	MARK
CFWR	076893	CFWR	076965	
CFWR	076894	MPA	076966	
MPA	076895	CFWR	076968	
CFWR	076897	MPA	076969	
CFWR	076898	CFWR	076970	
CFWR	076899	CFWR	076973	
TCAX	076900	CFWR	076975	
CFWR	076901	CFWR	076976	
MPA	076902	CFWR	076977	
MPA	076903	CFWR	076981	
TCAX	076904	CFWR	076982	
CFWR	076905	IC	768885	
CFWR	076906	IC	768886	
CFWR	076907	IC	769130	
CFWR	076908	IC	769131	
CFWR	076909	IC	769132	
CFWR	076910	IC	769133	
MPA	076911	IC	769134	
CFWR	076912	IC	769156	
TCAX	076913	IC	769157	
TCAX	076914	IC	769158	
TCAX	076915	IC	769159	
CFWR	076919	IC	769160	
MPA	076920	IC	769161	
CFWR	076921	IC	769162	
MPA	076922	IC	769163	
TCAX	076923	IC	769164	
CFWR	076925	IC	769165	
TCAX	076926	IC	769166	
TCAX	076927	IC	769167	
TCAX	076928	IC	769168	
CFWR	076929	IC	769169	
CFWR	076930	IC	769170	
CFWR	076931	IC	769171	
MPA	076932	IC	769172	
MPA	076934	IC	769174	
MPA	076935	IC	769175	
CFWR	076936	IC	769176	
MPA	076939			
MPA	076942			
MPA	076946			
MPA	076950			
MPA	076951			
MPA	076953			
MPA	076957			
CFWR	076958			
MPA	076960			
CFWR	076961			
MPA	076963			

PURCHASE AGREEMENT: XTRA, INC. EQUIPMENT PURCHASE
 ORDER 3-2064, DATED NOVEMBER 3, 1979; ACCEPTED NOVEMBER 3,
 1979 BY RAILCAR DIVISION OF PORTEC, INC.

MANUFACTURER: FMC Corporation
Marine & Rail Equipment Division
QUANTITY: 86

MARK	UNIT	MARK	UNIT
CFWR	076983	CFWR	077048
CFWR	076985	CFWR	077049
CFWR	076986	CFWR	077050
CFWR	076988	XTRX	077051
CFWR	076989	CFWR	077052
XTRX	076990	MPA	077053
CFWR	076992	MPA	077054
CFWR	076994	CFWR	077055
CFWR	076997	CFWR	077056
MPA	076998	CFWR	077057
CFWR	076999	CFWR	077058
CFWR	077010	CFWR	077059
XTRX	077011	CFWR	077060
MPA	077012	MPA	077061
CFWR	077013	CFWR	077062
CFWR	077014	CFWR	077063
CFWR	077015	CFWR	077064
TCAX	077016	CFWR	077065
CFWR	077017	CFWR	077067
CFWR	077018	CFWR	077068
CFWR	077021	CFWR	077070
TCAX	077022	CFWR	077071
CFWR	077023	CFWR	077072
MPA	077025	CFWR	077073
CFWR	077026	MPA	077074
CFWR	077027	CFWR	077075
MPA	077030	MPA	077076
CFWR	077031	CFWR	077077
CFWR	077032	CFWR	077078
CFWR	077033	TCAX	077079
MPA	077034	CFWR	077080
CFWR	077035	CFWR	077081
MPA	077036	CFWR	077082
CFWR	077037	IC	768887
CFWR	077038	IC	768888
XTRX	077039	IC	768889
CFWR	077040	IC	768891
CFWR	077041	IC	768892
CFWR	077042	IC	768893
MPA	077044	IC	768894
XTRX	077045	IC	768947
CFWR	077046	IC	768949
CFWR	077047	IC	769177

PURCHASE AGREEMENT: XTRA, INC. PURCHASE ORDER 3-2098,
DATED JUNE 5, 1980; ACCEPTED JULY 11, 1980, BY
MARINE AND RAIL EQUIPMENT DIVISION OF FMC CORP.